

EXHIBIT H

2006

**AMENDED AND FULLY RESTATED
BYLAWS OF THE
HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA**

ADOPTED MARCH 15, 2006

ARTICLE I

NAME AND ORGANIZATION

Section 1. The name of the authority is "HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA" (the "Authority"). The Authority is a public body, corporate and politic and was established by virtue of a joint resolution (the "Joint Resolution") of the Board of City Commissioners of the City of Albany and the Commissioners of Roads and Revenues of Dougherty County, adopted July 22, 1941 pursuant to the "Hospital Authorities Law" of the State of Georgia (said Law as amended from time to time being referred to herein as the "Act").

Section 2. The organization and governance of the Authority shall be in all respects, in conformity with the Act and the Joint Resolution, and in the event of any conflict between these ByLaws and the Act or the Joint Resolution, the Act and the Joint Resolution shall control.

ARTICLE II

OBJECTIVES

Section 1. The Authority shall seek to accomplish the following objectives, either directly or indirectly through a Lease entered into pursuant to the Act:

- a. Maintain a hospital or institution, with permanent facilities that include patient beds and medical services to provide diagnosis and treatment for patients.
- b. Carry on educational activities related to rendering care to the sick and injured, or to the promotion of health.
- c. Promote and carry on any scientific research, related to the care of the sick and injured.
- d. Participate in the promotion of the general health of the community.

This Authority is organized exclusively for charitable, scientific and educational purposes as a not-for-profit operation and its activities shall be conducted for those purposes in such manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Pursuant to and consistent with the Act, the affairs of the Authority shall be governed in all respects by its Board of Directors (sometimes referred to in the Act and in these ByLaws as the members of the Authority). The Authority shall consist of not less than five nor more than nine members as shall be fixed from time to time by resolution of the Commissioners of Roads and Revenues of Dougherty County, which shall make all Authority board appointments consistent with the Act. Each member of the Authority shall take the oath of office as set forth in the Act.

ARTICLE IV

MEETINGS

Section 1. The Board of Directors shall hold regular quarterly meetings, the projected dates of which are to be set by the Authority in its initial meeting each calendar year. Members should attend at least 60% of all meetings of the Authority.

Section 2. The first regular meeting to occur in each calendar year shall be known as the Annual Meeting.

Section 3. In addition to the regular quarterly meetings, special meetings may be called by the Chairman, or in the event of his or her absence, illness or disability, at the call of the Vice-Chairman, or at the call of any three of the members of the Authority.

Section 4. All meetings of the Board, either regular or special, shall be held at the Board Room of Phoebe Putney Memorial Hospital, or such other place in Dougherty County as the Board may designate. The Directors shall be notified of the place of meeting if it shall be held at a place other than the Hospital Board Room.

Section 5. Reasonable notice shall be given for all Authority meetings, special or annual. Generally, at least ten days prior notice shall be given for any meeting, unless there is a pressing need to meet more quickly, in which event a shorter notice period is permissible; however, when less than ten days notice is given, best reasonable efforts shall be made to give notice of the meeting as soon as possible. Notice of a meeting may be given utilizing one or more of the following - in person, telephone, telegram, facsimile, e-mail (or other electronic

modes), recognized over night delivery services or regular mail. Neither the business to be transacted, nor the purpose of any special meeting need be specified in the notice, and in the absence of a limitation contained in the notice, the Board may transact any business which may be brought up at the meeting.

Section 6. A majority of the Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act and decision of the Board of Directors.

ARTICLE V

OFFICERS

Section 1. The principal officers of the Authority shall consist of the Chairman and the Vice-Chairman of the Authority, a Secretary-Treasurer and such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board of Directors at such time and in such manner and for such terms as the Board of Directors may proscribe. The Chairman and Vice-Chairman of the Authority shall be elected from its members and the Secretary-Treasurer may, but need not, be a member of the Authority. No person shall be eligible to be re-elected as Chairman who at the time of such election has served as Chairman for a period of five consecutive years immediately prior thereto.

Section 2. All officers and agents of the Authority, as between themselves and the Authority, shall have such authority and perform such duties in the management of the affairs of the Authority as may be provided in these ByLaws, or as may be prescribed and determined by resolution of the Board of Directors not inconsistent with these ByLaws.

Section 3. The officers of the Authority shall be chosen annually by the Board of Directors at its Annual Meeting, or as soon after such Annual Meeting as may conveniently be possible. Any officer of the Authority may be removed from office by the Board of Directors at any time, with or without cause.

Section 4. Any vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the Board of Directors at its next regular meeting, or as soon thereafter as may conveniently be possible.

Section 5. The Chairman of the Authority, who shall be chosen from among the members, shall preside at all meetings of the Authority, if present, and shall be ex-officio, a member of all committees. The Chairman shall appoint all committees.

Section 6. The Vice-Chairman of the Authority, who shall be chosen from among the members, shall perform the duties of the Chairman in the case of the absence or inability to act of the Chairman.

Section 7. The Secretary shall: keep or cause to be kept in books provided therefor, the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these ByLaws and as required by law; shall be custodian of the records and of the seal of the Authority and see that seal is affixed to all documents, the execution of which on behalf of the Authority under its seal is duly authorized in accordance with the provisions of these ByLaws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to the Secretary by the Board of Directors.

Section 8. The Treasurer's duties shall consist only of the general supervision of the manner and method of the handling, depositing and disbursing of the funds of the Authority, and such other duties relating to the finances of the Authority as shall be prescribed by the Board. Unless otherwise expressly directed by the Board, the Treasurer shall not be expected to maintain actual custody of the funds nor act in connection with the disbursement thereof nor be responsible therefor.

ARTICLE VI

COMMITTEES OF THE BOARD

Section 1. Special committees may be appointed by the Chairman, with the concurrence of the Board, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Authority.

Section 2. The chairman of each committee shall be appointed by the Chairman of the Board of Directors.

ARTICLE VII

ANNUAL REPORTS

Section 1. The Board of Directors shall cause to be published an annual report of the Authority, prepared by a certified public accountant or a firm of certified public accountants.

ARTICLE VIII

CORPORATE SEAL

Section 1. The seal of the Authority shall be as follows:

ARTICLE IX

FISCAL YEAR

Section 1. The fiscal year of the Authority shall commence on the first day of August and shall end on the 31st day of July.

ARTICLE X

AMENDMENTS

Section 1. Anything herein to the contrary notwithstanding, these ByLaws may be amended only by a majority vote of the members of the Board of Directors at a meeting held for that purpose, notice of which shall have been given by the Secretary or other officer to each member of the Authority at least ten days in advance of the meeting.